

Corporate Governance Policy

Group

Framework

The Corporate Governance Policy comprises of:

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1. Objective

At Siam City Cement Public Company Limited (“the Company” or “SCCC”) and its Subsidiaries directly and indirectly held (collectively called the “Group”), good corporate governance is emphasized and encouraged at every level in the organization from the Board of Directors, the Group Executive Committee to all operational levels. Accordingly, the Board of Directors has established this Corporate Governance Policy (“Policy”) as the key principle for the Group.

This Policy is based on the principles of Good Corporate Governance as stipulated by the Stock Exchange of Thailand and also by the guidelines recommended by the Organization for Economic Cooperation and Development (OECD) to provide a foundation for the development and sustainability of the Company.

2. Scope

This Policy applies to all employees, management, directors as well as any person who represents or performs work on behalf of any entity under the Group.

3. Definitions

Gatekeepers are people who have responsibilities to oversee the application of this Policy in each area, including but not limited to, Company Secretary, Secretaries to Board Committees, GIAC, P&OP, etc.

4. Responsibilities

The Boards of Directors of the Company and Group Companies are ultimately responsible for ensuring the implementation of effective corporate governance programs and that they are consistently monitored and maintained across the Group.

The Group Executive Committee (GEXCO) shall be responsible to establish, execute and support the necessary organization culture, structure and competencies across all levels of the Group to ensure the effective implementation programs in relation to corporate governance, risk management, compliance and internal control.

5. Policy Directives

5.1 Rights of Shareholders

The Company recognizes and respects the shareholders' rights and shall ensure the following rights of the shareholders:

- a) To buy, sell, or transfer shares.
- b) To share in the profit of the Company via receiving dividends.
- c) To obtain relevant and adequate information on the Company in a timely manner and on a regular basis, as well as proposing for agenda items and questions in the shareholders meeting.
- d) To attend or assign proxies to attend on their behalf and vote in shareholders meetings to elect or remove members of the board, director remuneration, appoint the external auditor, and make decisions on any significant transactions and corporate changes.

The Board of Directors shall ensure that minutes of the shareholders' meetings are prepared and disclosed via the corporate website within 14 days from the meeting date.

5.2 Equitable Treatment of Shareholders

The Company shall treat all shareholders on equal basis covering but not limited to the following:

- a) The Company shall ensure that the shareholder's rights are protected and that they all are treated fairly.
- b) The Company shall encourage the minority shareholders to propose a nomination of director(s) positions and propose additional items for the meeting agenda.
- c) The Company shall establish protection measures to prevent the use of inside information for abusive self-dealing such as insider trading and also require Directors and Executives to notify the person assigned by Chairman of the Board of Directors or Company Secretary, at least one day before they trade the Company's shares.
- d) Directors and executives shall disclose to the Board whether they and their related parties have an interest in any transaction or matter directly affecting the Company. Directors and executives who have such interests shall not participate in the decision-making process on such issues.

5.3 Role of Stakeholders

All of the Company's stakeholders, (customers, community, business partners, employees, society, shareholders or investors, creditors, competitors, the government and other stakeholders), shall be treated fairly in accordance with their legal rights as specified in relevant laws. The Board of Directors shall provide a mechanism to promote cooperation and appropriate participation between the Company and its stakeholders, in order to improve the Company's performance.

To achieve the above, the Company shall set a Whistleblowing Policy for the stakeholders to communicate any concerns to the Board about illegal or unethical practices, incorrect financial reporting or insufficient internal control. The rights of any person who communicates such concerns shall be protected.

5.4 Disclosure and Transparency

The Company gives its priority to the disclosure of the company's important information on both financially and non-financially. The information should be disclosed accurately and transparently on a timely basis and through easy-to-access channels that are trustworthy to the outsiders including the investor, shareholder, and the general public equally and fairly. Therefore, the Board of Directors has set the following guidelines.

a) **Disclosure**

The Company shall ensure that all important information relevant to the Company, both financial and non-financial, is disclosed correctly, accurately, on a timely basis and transparently through easy-to-access channels that are fair and trustworthy.

Conflict of Interest

Directors and Executives have the duty to report their interests according to the rules and procedure prescribed by the Board of Directors.

b) **Communication**

The Board of Directors has assigned the function responsible for investor relations to communicate and provide the information to the investor, shareholder, and the analysts equally and accurately via the Company's website. The disclosure of information shall be available both in Thai and English and all disclosed information should be up-to-date.

5.5 Responsibilities of the Board

The Board of Directors shall perform their fiduciary duty with responsibilities, due care and loyalty, and shall comply with all laws, the objectives, the articles of association of the Company, the resolution of directors and shareholders including Code of Business Conduct and Organizational Regulations and shall conduct annual review of the governance principles and practices of related authorities. The Board of Directors shall nominate/recruit director candidates who have leadership, vision and independence in making decisions for the best interest of the Company and shareholders, with its roles and responsibilities clearly separated from those of management.

The Company has set up the following committees to study and screen special tasks on behalf of the Board, with a clear scope of work, roles and responsibilities:

- a) Audit Committee
- b) Governance Committee
- c) Nomination and Compensation Committee
- d) Investment and Finance Committee

Each Director shall hold the position of the director not more than 5 Thai listed companies. Also, the Board of Directors self-assessment shall be conducted at least once a year, and performance of the board members shall be assessed individually and as a committee.

The Board of Directors shall support development and training programs for all internal parties, especially, those related to the good corporate governance and ensure the appropriate succession plan for critical management positions in the Company be established and implemented.

6. Compliance and Consequence for Non-Compliance

If a breach of this Policy in the relevant context is found, Gatekeepers shall report to the next level-up supervisor, for notification, suspension or making disciplinary sanction for such breach, with the objective to prevent the reoccurrence of the noncompliance in the future.

7. Policy Measurement Metrics

Not defined

8. Policy Exemptions

This Policy shall be subject to a review and amendment in accordance with any changes in law and regulation issued by relevant authority on the subject.

Variations to this Policy shall be reviewed by the Document Manager and proposed to the Document Owner prior to submitting to the Board of Directors for approval.

9. Reference

We refer to the Code of Business Conduct which emphasized ethical business practices and included many policies related to the governance, such as, safeguarding confidential and non-public information, Insider Trading, without repeating the contents herein.

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